

ARTICLES OF MERGER
OF
WESTERN TOWING COMPANY
(a Texas corporation)
INTO
KIRBY INLAND MARINE, INC.
(A Delaware Corporation)

FILED
In the Office of the
Secretary of State of Texas

DEC 28 2001

Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation adopts the following Articles of Merger for the purpose of effecting the merger of Western Towing Company into Kirby Inland Marine, Inc. (the "Merger").

1. The name of each of the constituent corporations, the type of such corporation and the laws under which each corporation was organized are:

<u>Name of Corporation or Other Entity</u>	<u>Relationship</u>	<u>Type of Entity</u>	<u>State of Organization</u>
Kirby Inland Marine, Inc.	Parent	Business Corporation	Delaware
Western Towing Company	Wholly Owned Subsidiary	Business Corporation	Texas

2. The name of the surviving corporation will be Kirby Inland Marine, Inc.

3. Kirby Inland Marine, Inc. owns 100% of the outstanding capital stock of all classes of Western Towing Company.

4. A copy of the Resolutions of the Board of Directors of Kirby Inland Marine, Inc. adopting the merger of Western Towing Company into Kirby Inland Marine, Inc. is attached as Exhibit A and is hereby incorporated by reference.

5. The Resolutions attached as Exhibit A were adopted by the Board of Directors of Kirby Inland Marine, Inc. in accordance with the laws of its jurisdiction of organization or formation and its organizational or other constituent documents on December 26, 2001.

6. Kirby Inland Marine, Inc., the surviving corporation hereby: (a) appoints the Secretary of State of the State of Texas as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger,

and (b) that it will promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under the TBCA.

7. The surviving corporation is organized under the laws of the State of Delaware and the address, including street number if any, of its registered or principal office in said State is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

8. Kirby Inland Marine, Inc., the surviving corporation, will continue to be responsible for the payment of all fees and franchise taxes that are required by law to be paid for Western Towing Company and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

9. These Articles of Merger shall be effective on December 31, 2001 at 10:56 p.m., Central Standard Time.

Dated December 26, 2001.

KIRBY INLAND MARINE, INC.


By: 
Mark R. Buese
Senior Vice President

Exhibit A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
KIRBY INLAND MARINE, INC. (the "Company")**

WHEREAS, the Company is the owner and holder of all of the issued and outstanding shares of stock of Western Towing Company, a Texas corporation ("WTC").

WHEREAS, the Board of Directors of the Company deems it necessary, advisable and in the best interests of the Company to merge WTC with and into the Company (the "Merger") on the terms set forth in these resolutions.

RESOLVED, that the Company merge into itself WTC, with the Company being the surviving corporation and thereby assuming all of the obligations and liabilities of WTC.

RESOLVED, that the directors, officers, Certificate of Incorporation and Bylaws of the Company as existing immediately prior to the Merger to continue in effect upon the Merger.

RESOLVED, that the officers of the Company be, and hereby are, authorized, empowered and directed to execute and deliver, by and on behalf of the Company, for filing with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of these Merger resolutions and otherwise containing the matters prescribed by statute, in order to effect the Merger in accordance with the provisions of Section 253 of the Delaware General Corporation Law.

RESOLVED, that the officers of the Company be, and hereby are, authorized, empowered and directed to execute and deliver, by and on behalf of the Company, for filing with the Secretary of State of the State of Texas, Articles of Merger setting forth a copy of these Merger resolutions and otherwise containing the matters prescribed by statute, in order to effect the Merger in accordance with the provisions of Article 5.16 of the Texas Business Corporation Act.

RESOLVED, that the officers of the Company are hereby authorized and empowered for, on behalf and in the name of the Company, to make, execute and deliver any and all agreements and documents and do and perform all additional acts which such officers deem necessary or appropriate to carry out the Merger and the intent of this resolution.

RESOLVED, that all previous action taken or agreements entered into by the officers or representatives of the Company on behalf of the Company in

negotiating or carrying out the Merger into full force and effect are hereby ratified, confirmed, approved and adopted as duly authorized acts of the Company in all respects and for all purposes.